

# EXHIBIT O

**From:** [DeWilde, Kristen](#)  
**To:** [Baker, Michael](#); [Butler, Amanda](#); [Trefz, Katherine](#); [rkeeling@redgravellp.com](mailto:rkeeling@redgravellp.com); ["Mitchell-Tombras, Katharine"](#); [molly.terwilliger@morganlewis.com](mailto:molly.terwilliger@morganlewis.com)  
**Cc:** [Takashima, Edward](#); [1045-BC Amazon Paralegal-DL](#); [michael.jo@ag.ny.gov](mailto:michael.jo@ag.ny.gov); [Smith Tim](#); [rahul.darwar@ct.gov](mailto:rahul.darwar@ct.gov); [Field, Victoria](#)  
**Subject:** RE: FTC et al v. Amazon, No. 23-cv-1495 - Letter re Second Set search terms  
**Date:** Monday, October 28, 2024 11:40:17 PM  
**Attachments:** [2024.10.28 AMZ Response to Outstanding Search Term Disputes.xlsx](#)  
[H97292 Custom STR Report FTC ST Counterproposal FTC Custodian Categorization All Categories Time in Role 20241028.xlsx](#)

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Mike:

We appreciate the additional time to see if the parties can narrow the disputes down further before going to the court. Amazon continues to consider several outstanding disputes but can respond with the following now:

1. Amazon understands Plaintiffs are considering dropping their request [REDACTED]  
[REDACTED] Amazon has the following documents for each, not including Sharepoint, which take longer to determine:
  - a. 315,592 documents for [REDACTED] (including 249k emails)
  - b. 140,668 documents for [REDACTED] (including 119k emails)
2. Amazon is actively considering the pricing custodian exchange and hopes to revert shortly.
3. Amazon would agree to [REDACTED]  
[REDACTED]
4. Plaintiffs have requested that Ms. Walsh-Allen's predecessor as VP of Customer Experience and Business Trends pre-December 2017, Jason Warnick, should be a custodian from 9/1/2016-12/31/2017. Amazon agrees to this request. Amazon anticipates [REDACTED]  
[REDACTED]
5. Amazon agrees it will not withhold ex-US Nessie documents responsive to RFP 178 to the extent documents hit on already-agreed search terms using already-agreed custodians.
6. Amazon agrees to extend [REDACTED] TIR to begin in August 2014 instead of January 2015.
7. Plaintiffs seek clarity on the following: [REDACTED]  
[REDACTED]  
[REDACTED] (2) what documents Amazon would withhold based on its agreement to provide Physical Stores documents to the extent they otherwise related to the allegations in the Complaint considering Amazon has objected to the relevance of Physical Stores; (3) whether Amazon will apply terms responsive to Request No. 386 to more custodians than Kry's Walsh-Allen. [REDACTED]

[REDACTED] produce physical stores documents that are responsive to the RFPs, and will apply search terms responsive to Request No. 386 to the bucket of custodians to which those terms are applied.

8. In response to Request No. 128, Plaintiffs seek a sample of vendor and seller agreements. Amazon can agree to produce a representative sample of individually negotiated seller and vendor agreements for one hundred individual sellers and vendors. This sample will include, as requested by Plaintiffs: agreements within each category (hardlines, softlines, and consumables); agreements with large, medium, and small sellers and vendors by revenue and by number of ASINs offered; and agreements by type of retailer, including arms-length distributors, authorized resellers, and manufacturer/brand. Amazon will also include, to the extent they exist and can be located by a reasonable search, all agreements with the given seller or vendor from 2014 to the present.
9. In response to Plaintiffs' request, Amazon confirms that after reasonable investigation, it has not found a centralized repository in connection with RFPs 190, 287, and 367.
10. Amazon clarifies its recent response that it does intend to produce both targeted and custodial documents in response to Request 212.
11. Amazon also clarifies that its targeted collection in response to RFP 221 will go through the day before the reopening, upon which the list was deprecated.
12. Amazon clarifies that for RFPs 255 and 271, Amazon did not mean to carve out anything from its agreement to produce but to instead reserve its rights, should, for example, an agreement be found that involved delivery services taking place entirely in an ex-U.S. market.
13. Request No. 295 seeks "[a]ll Documents relating to communications between Amazon and any third party relating to Plaintiffs' pre-Complaint investigation, the allegations in the Complaint, this Action, People of the State of California v. Amazon.com, Inc., No. CGC-22-601826 (Cal. Super. Ct.), District of Columbia v. Amazon.com, Inc., No., 2021 CA 001775 B (D.C. Super. Ct.), or any Related Case." Aligned with how the parties have approached 3P communications to date, Amazon agrees to produce the following in response to this Request: (1) document subpoenas and R&Os from other cases; and (2) Declarations, drafts, and related correspondence. Amazon agrees to meet and confer over any other materials required for specific third-parties on a case by case basis.
14. Request No. 364 seeks "[a]ll Documents relating to any paper, study, analysis, report, survey, or research project on how consumer purchases are affected by price and speed," "including but not limited to research presented as 'Relationship of Price and Speed' . . . and any subsequent research on or estimates of any tradeoff between price and delivery speed." The parties have agreed a custodial collection is appropriate for this Request, but Plaintiffs also seek a targeted collection of any study on this topic [REDACTED]

[REDACTED]

15. [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

16. Amazon attaches a latest FTC hit report that reflects recent agreements [REDACTED]  
[REDACTED] Amazon believes it applied all recent letters, emails, and meet and confers on search terms, but please let us know if you spot any issues.

17. Amazon also attaches a spreadsheet showing its response on outstanding search terms and plans to provide an updated Amazon hit report as soon as it is able. Amazon remains willing to meet and confer.

Best,  
Kristen

-----Original Message-----

From: Baker, Michael <mbaker1@ftc.gov>

Sent: Friday, October 25, 2024 12:08 PM

To: DeWilde, Kristen <kdewilde@wc.com>; Butler, Amanda <abutler2@ftc.gov>; Trefz, Katherine <KTrefz@wc.com>; rkeeling@redgravellp.com; 'Mitchell-Tombras, Katharine' <KMitchellTombras@cov.com>; 'molly.terwilliger@morganlewis.com' <molly.terwilliger@morganlewis.com>

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Subject: RE: FTC et al v. Amazon, No. 23-cv-1495 - Letter re Second Set search terms

Kristen -

We are available to discuss RFP Nos. 299 and 391 during our meet and confer later today.

Thanks,  
Mike

Michael Baker (he/him)  
Anticompetitive Practices Division II  
Federal Trade Commission

**ATTACHMENTS FILED  
UNDER SEAL**